

GENERAL DURABLE POWER OF ATTORNEY

I, **MICHAEL YOUNG MILLIGAN** revoke any Durable Power of Attorney that I may have previously given to any person prior to the date hereof, and I hereby appoint **SHELLEY ADAMS MILLIGAN**, as my true and lawful Attorney in Fact for me and in my name, place, and stead, on my behalf, and as my Attorney in fact. This power of attorney shall become effective upon my incapacity, and shall not be affected by and shall survive my subsequent disability or incapacity.

Article One: Powers. I authorize my Attorney in fact to do the following actions on my behalf:

a. *Monies.* To open, maintain and close checking and savings accounts in my name in any banks, savings and loan associations, building and loan associations, or any other financial institution; to receive, endorse and deposit negotiable instruments made or drawn to my order; to issue, receive or endorse with my name checks, drafts and orders for the payment of money from, or to any account of mine in any such institution, including those payable to my Attorney in fact; to agree to and sign in my name any authority, signature cards or other documents that my Attorney in fact or any institution may deem appropriate; to collect any monies due me; to renew or not renew any certificates of deposit.

b. *Expenses.* To pay the cost of maintenance of my home and all incidental charges or household expenses, including, but not limited to, domestic servants. To provide for the support and protection of me including, without limitation, provisions for food, lodging, education, medical services, recreation and travel. To take any action for the care, preservation, insurance, management or superintendence of my property.

c. *Personal Property.* To buy, sell, or otherwise deal with personal property on my behalf, including but not limited to stocks, bonds, clothing, jewelry, furniture, furnishings, and other household or personal effects.

d. *Real Estate.* To sell, rent, maintain, and otherwise deal with my real estate upon such terms and conditions as my Attorney in fact may determine to be in my best interests (including the power to take back a purchase-money mortgage in part payment of the purchase price in the event of a sale). This authorization includes, but is not limited to, my residence.

e. *Safe Deposit Box.* To lease, maintain and close out safe deposit boxes in any banking or other institution and to enter any safe deposit box or place of safekeeping of property now or hereafter maintained in my name or on my behalf without anyone else being present, and to agree to and sign in my name any authority, signature cards or other documents for such purposes.

f. *Medical Care.* To contract for my entry into, maintenance at, or release from any hospital, convalescent center, nursing home, or other health care facility, including the authority to approve or disapprove any proposed medical treatment to the extent that I am, in the opinion of my treating physician, incompetent or incapable of acting for myself.

g. *Taxes.* To make and sign in my name any and all tax or other returns to the State or Federal Government or other taxing authority, to request extensions in connection with such taxes, to protest in my name any such taxes or the proposed assessment of any such taxes, to file claims for refunds of taxes, to make appearances in court or before any taxing authority, either in person or through an Attorney in fact, to attempt to sustain any tax return or to oppose proposed tax assessments.

h. *Agents.* To contract for or employ agents, accountants, advisors, attorneys, and others for services in connection with the performance by my Attorney in fact of any powers herein, and to appoint a substitute or substitutes to perform any of the acts that my Attorney in fact is authorized to perform.

i. *Statutory Powers.* The Durable Power granted to my Attorney in Fact is intended to be an unlimited general power of attorney and shall include the powers granted under Uniform Durable Power of Attorney Act, Miss. Code Ann. §§ 87-3-101 through 87-3-113 and any other applicable law.

j. *Retirement Plans.* Create, contribute to, borrow from and otherwise deal with an employee benefit plan or individual retirement account for the principal's benefit, select any payment option under any employee benefit plan or individual retirement account in which I am a participant or change options I have principal has selected, make "roll-overs" of plan benefits into other retirement plans, and apply for and receive payments and benefits;

k. *Other Benefits.* The right to receive, deposit, withdrawal, apply, withdrawal and otherwise deal with any and all benefits, including without limitation benefits from military service, benefits and resources available from governmental sources, such as Social Security, Supplemental Security Income, Medicare, Medicaid, and any other governmental programs, benefits from any and all health, medical and/or disability insurance plans, and all other benefits to which I may be entitled in whatever form and from whatever source.

l. *Powers of Attorney.* Execute other power of attorney forms on my behalf which may be required by the internal revenue service, financial or brokerage institutions, or others, naming the attorney in fact hereunder as attorney in fact for me on such additional forms;

m. *Revocable Trust.* My Attorney-in-Fact may transfer any of my assets to any revocable trust that either I or my Attorney in Fact have created for my benefit, to be administered under the terms of such trust, and may withdraw assets from any such trust for any proper purpose, even if [he/she] is a trustee. I authorize my attorney-in-fact to do anything required to effect these transfers, including, but not limited to, entering any safe deposit boxes I may own and removing the contents, executing any checks or other orders to transfer any funds I have on deposit with any bank or other financial institution, executing any documents of title required to effect any transfer, giving any assurances or warranties to any person, and executing any other documents on my behalf.

n. *Other Acts.* To take any and all actions on my behalf as fully and effectively as if I were personally present. In conferring this general power of attorney on my Attorney in fact, I am fully aware of the broad authority being granted, and express my full confidence in her.

Article Two: Ratification of Acts. I ratify and confirm all acts done by my Attorney in fact under this durable power of attorney. All third parties acting in good faith reliance on this power shall be absolved of any liability pursuant to the Uniform Durable Power of Attorney Act.

Article Three: Term of Powers. The rights, powers and authority of this Durable Power herein granted shall commence upon the date that I become disabled or incapacitated. A determination of my disability or incapacity shall require the sworn affidavit (substantially in the form on page 4 hereof) of one physician duly licensed within the state of which I am a resident, who has been engaged in the practice of medicine for at least three years, stating that he/she has personally examined me within thirty days of the date of the giving of the affidavit and setting forth that in his/her opinion by reason of illness, accident, advanced age or physical incapacity or mental weakness, I am incapable of managing my own estate or financial or personal affairs. No physician who executes such affidavit shall be liable for any damage resulting from any actions of my Attorney in Fact, and I agree to hold such physician harmless from any

liability by reason of the giving of such affidavit. Upon receipt of such affidavit, reasonably believed by my Attorney in Fact to be genuine and made in good faith, my Attorney in Fact shall be entitled to rely upon such determination and is relieved from any and all liability resulting from such reliance.

This General Durable Power shall terminate upon the earliest of the following to occur: (i) upon my execution of a written instrument clearly and specifically revoking this Durable Power, properly notarized, and delivered to the last known address of the Attorney in Fact; provided, however, that my Attorney in Fact may require, prior to recognizing any such revocation, an affidavit of one physician, duly licensed within the state of which I am a resident, who has been engaged in the practice of medicine for at least three years, which states that I am not incapacitated or disabled and that I am capable of managing my own estate and financial and personal affairs; or (ii) if my Attorney in Fact is my spouse and we divorce then upon the commencement of such divorce proceedings; or (iii) upon my death.

My death or the revocation of this Durable Power does not revoke the Durable Power established herein as to the Attorney in Fact or other person who, without actual knowledge of my death or the revocation of said Durable Power, acts in good faith under the power. Any action so taken, unless otherwise specifically invalid or unenforceable, binds my successors in interest.

Article Four: Miscellaneous Provisions.

a. This instrument shall be construed and interpreted as a general power of attorney. The enumeration of specific items, rights, acts, or powers herein shall not limit or restrict, and is not to be construed or interpreted as limiting or restricting, the general powers herein granted to my Attorney in fact. Third persons may rely upon photostatic copies of this instrument. Third persons may rely upon a written statement or affidavit of my Attorney in fact as to the current effectiveness of this power of attorney.

b. By executing this instrument upon the advice of legal counsel, I have carefully and deliberately created the means and manner by which I desire that my person and property be cared for, managed and protected in the event I shall become unable to execute such responsibilities myself. Accordingly, it is my intention and my desire that I herewith express in the strongest possible terms that no guardian or conservator be appointed for me so long as there is an Attorney-in-Fact named in this instrument who is willing and able to act and serve under this instrument. In the event a court of competent jurisdiction must appoint a guardian or conservator for me, I hereby nominate the Attorney-in-Fact named in this instrument to act as such guardian or conservator for me. I request that any court of competent jurisdiction that receives and is asked to act upon a petition for the appointment of a guardian or conservator for me give the greatest possible weight to my intention and desires as expressed herein.

c. In the event my above-named Attorney in Fact is unable or unwilling to serve for any reason, then I appoint David East as successor.

18 IN WITNESS WHEREOF, I have executed this General Durable Power of Attorney on this day of January, 2008.

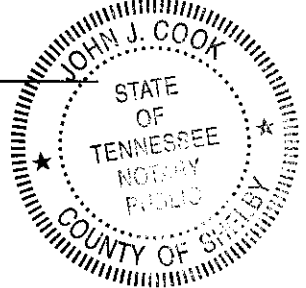

MICHAEL YOUNG MILLIGAN

STATE OF TENNESSEE)
COUNTY OF SHELBY)

On this 18 day of January, 2008, before me, a Notary Public, personally appeared **MICHAEL YOUNG MILLIGAN**, known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to this instrument, and acknowledged that he executed it. I declare under penalty of perjury that the person whose name is subscribed to this instrument appears to be of sound mind and under no duress, fraud or undue influence.

NOTARY PUBLIC

My Commission Expires: My Commission Expires
August 9, 2008



FORM OF PHYSICIAN AFFIDAVIT

The undersigned, a duly licensed physician, practicing medicine in the County in which this document is signed and notarized does hereby state as follows: (1) I am a duly licensed physician, having practiced medicine for ___ years. Within the thirty (30) day period prior to the giving of this Affidavit, I conducted an examination of _____. (2) In my professional opinion, as a licensed physician, _____, by reason of advanced age or physical incapacity or mental weakness is presently incapable of managing his own estate, his financial, personal, and legal affairs.

WITNESS my hand this ___ day of _____, 20__.

[NOTARY ACKNOWLEDGMENT]

THIS INSTRUMENT PREPARED BY:

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